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14 Debtor and Debtor in Possession

15 **UNITED STATES BANKRUPTCY COURT**

16 **NORTHERN DISTRICT OF CALIFORNIA**

17 **SAN FRANCISCO DIVISION**

18 In re:

19 Heller Ehrman LLP,

20 Debtor.

21 Case No.: 08-32514

22 Chapter 11

23 **NOTICE AND OPPORTUNITY FOR  
24 HEARING REGARDING THE  
25 DEBTOR'S OBJECTION TO THE  
26 CLAIM OF 333 BUSH ASSOCIATES  
27 NF, L.P. [CLAIM NO. 1180]**

28 [Pursuant to B.L.R. 9014-1, no hearing  
unless objection filed or hearing requested]

19 **TO 333 BUSH ASSOCIATES NF, L.P., AND BREF 333, LLC:**

20 **PLEASE TAKE NOTICE** that Heller Ehrman LLP (the "Debtor") has objected (the  
21 "Objection") to the proof of claim filed by 333 Bush Associates NF L.P. and transferred to BREF  
22 333, LLC, a Delaware limited liability company (the "Landlord") designated as Claim Number 1180  
23 and filed in the amount of \$15,924,712.23 (the "Claim"). The Debtor objects to the Claim on the  
24 grounds that it is over-stated relative to the landlord "cap" imposed by Bankruptcy Code section  
25 502(b)(6). Specifically, the Debtor contends that the capped damages must be measured based on 15  
26 percent of the remaining *term* of the lease, not 15 percent of the remaining rent due. The Debtor  
27 requests that the Landlord's Claim be disallowed to the extent that it exceeds a general unsecured  
28 claim for \$13,610,427.25.

The Objection is made pursuant to section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3007, and is based on this Notice, the accompanying Objection and legal authority, and any other evidence properly before the Court, prior to or at any hearing on the Objection.

**PLEASE TAKE FURTHER NOTICE that your Claim may be reduced, modified, or eliminated.** You should review the Objection and related documents carefully and discuss them with your attorney if you have one. If you do not want the Court to eliminate or change your claim, then you or your lawyer must comply with the procedures for filing an opposition or requesting a hearing set forth below.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to Bankruptcy Local Rule 9014-1(b)(3), any opposition to or request for hearing on the Objection must be filed with Court (which is located at located at 235 Pine Street, 22nd Floor, San Francisco, California) and served upon counsel to the Debtor (at the address set forth above) so that it is received within twenty-one (21) days of the date of this Notice. Any opposition or request for hearing must be accompanied by any declarations or memoranda of law that the opposing or requesting party wishes to present in support of its position. If an opposition or request for hearing is timely filed and served, the Debtor will set the matter for hearing and will provide at least fourteen (14) days' written notice of the hearing to the opposing or requesting party. If there is no timely opposition or request for hearing, the Court may decide that you do not oppose the objection to your claim and may grant the relief requested in the Objection by default.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to Bankruptcy Local Rule 3007-1, where a factual dispute is involved, the initial hearing (if any) shall be deemed a status conference at which the Court will not receive evidence. Where only a matter of law is involved, the matter may be argued at the initial hearing.

Dated: May 6, 2010

PACHULSKI STANG ZIEHL & JONES LLP

By /s/ *Gail S. Greenwood*

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Gail S. Greenwood

Attorneys for Heller Ehrman LLP,  
Debtor and Debtor in Possession